

**LAW OFFICES OF  
LOUIS E. GITOMER**

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March 10, 2011

Ms. Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D. C. 20423

RECORDATION NO. 29682 FILED

MAR 10 '11 -1 52 PM

Dear Ms Brown

**SURFACE TRANSPORTATION BOARD**

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of March 3, 2011. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are

Lessor.

Nations Fund I, Inc.  
101 Merritt Seven  
Norwalk, CT 06851

Lessee

International Equipment Logistics, Inc.  
210 Essex Avenue East  
Avenel NJ 07001

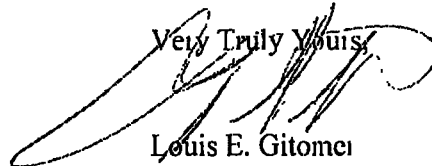
A description of the equipment covered by the Memorandum of Lease Agreement consists of 65 tank cars numbered DANX 123000-123042, inclusive, 123044-123046, inclusive, and 125001-125019, inclusive.

A fee of \$41.00 is enclosed. Please return one copy by email to

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

Ms Cynthia T. Brown  
March 10, 2011  
Page 2

A short summary of the document to appear in the index follows a Memorandum of Lease Agreement between Nations Fund I, Inc., 101 Merritt Seven, Norwalk, CT 06851, and International Equipment Logistics, Inc., 210 Essex Avenue East, Avenel NJ 07001, covering 65 tank cars numbered DANX 123000-123042, inclusive, 123044-123046, inclusive, and 125001-125019, inclusive.

Very Truly Yours,  
  
Louis E. Gitomer

Enclosure

RECORDATION NO. 29682 FILED

MAR 10 '11 -1 52 PM

SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE AGREEMENT**

**dated as of March 3, 2011**

**between**

**INTERNATIONAL EQUIPMENT LOGISTICS, INC.,  
as Lessee,**

**and**

**NATIONS FUND I, INC.,  
as Lessor**

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**FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. § 11301  
on March \_\_\_\_, 2011 at \_\_:\_\_.m.**

## **MEMORANDUM OF LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March 3, 2011, by and between NATIONS FUND I, INC ("Lessor") and INTERNATIONAL EQUIPMENT LOGISTICS, INC ("Lessee"), with reference to the following

- 1 Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No 1 attached hereto

All of such railcars are more fully described in that certain Master Lease Agreement dated as of December 17, 2010, and Equipment Schedule Series 1 No 6 dated December 29, 2010, and Equipment Schedule INTEQU-0007 dated March 3, 2011, executed pursuant thereto, and incorporating the terms thereof (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee

- 2 The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement

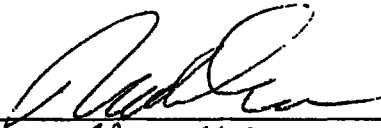
**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written

NATIONS FUND I, INC.

By   
Name \_\_\_\_\_  
Title SAURIN P. SHAH  
Duly Authorized Signatory

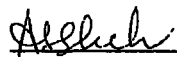
INTERNATIONAL EQUIPMENT LOGISTICS,  
INC

By   
Name EDW DANA  
Title PRESIDENT

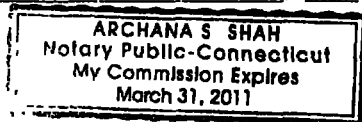
STATE OF Connecticut )  
COUNTY OF Franklin ) ss

On this 10 day of March, 2011, before me appeared Saurin Shah the person who signed this instrument, who acknowledged that (s)he is the EVP of NATIONS FUND I, INC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation

[Seal]

  
Notary Public

My commission expires



STATE OF New Jersey )  
COUNTY OF Monmouth ) ss

On this 4 day of March, 2011, before me appeared Ronald Davis the person who signed this instrument, who acknowledged that (s)he is the President of INTERNATIONAL EQUIPMENT LOGISTICS, INC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation

[Seal]

  
\_\_\_\_\_  
Notary Public

My commission expires.

CLIFFORD M TOPEL  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires Aug. 1, 2013

**EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT**

**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

# NATIONS FUND I, INC.

## SCHEDULE OF EQUIPMENT

Lessee INTERNATIONAL EQUIPMENT LOGISTICS, INC

Approved by

  
(Lessee to initial each page)

Page No. 1 of 4 total pages

Attached to Equipment Schedule Series 1 No 6

Equipment located at (or the location of the principal garage of the Equipment, if the Equipment is mobile)

210 ESSEX AVE EAST

AVENEL, NJ 07001

Manufacturer and/or Vendor Name & Invoice No	Description (including VIN or S/N)	Total Invoice Cost
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No. 123000      Serial No 517712	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No. 123001      Serial No 517713	
Trinity.	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123002      Serial No 517714	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123003      Serial No. 517715	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123004      Serial No 517716	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123005      Serial No 517717	





Manufacturer and/or Vendor Name & Invoice No	Description (including VIN or S/N)	Total Invoice Cost
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123006      Serial No 517718	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123007      Serial No 517719	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123008      Serial No 517720	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No. 123009      Serial No 517721	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123010      Serial No 517722	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123011      Serial No 517723	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123012      Serial No 517724	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123013      Serial No 517725	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123014      Serial No 517726	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123015      Serial No 517727	

Manufacturer and/or Vendor Name & Invoice No	Description (including VIN or S/N)	Total Invoice Cost
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123016      Serial No 517728	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123017      Serial No 517729	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123018      Serial No 517730	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123019      Serial No 517731	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123020      Serial No 517732	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123021      Serial No 517733	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123022      Serial No 517734	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123023      Serial No 517735	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123024      Serial No 517736	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123025      Serial No 517737	



Manufacturer and/or Vendor Name & Invoice No	Description (including VIN or S/N)	Total Invoice Cost
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123026      Serial No 517738	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123027      Serial No 517739	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123028      Serial No 517740	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123029      Serial No 517741	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123030      Serial No 517742	
Trinity	1995 Used 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX Running No 123031      Serial No 517743	

# NATIONS FUND I, INC.

## SCHEDULE OF EQUIPMENT

Lessee INTERNATIONAL EQUIPMENT LOGISTICS, INC

Approved by   
(Lessee to initial each page)

Page No 1 of 3

Attached to Equipment Schedule No INTEQU-0007

Equipment located at (or the location of the principal  
garage of the Equipment, if the Equipment is mobile)

210 ESSEX AVE EAST  
AVENEL, NJ 07001

Manufacturer and/or Vendor Name & Invoice No	Description (including VIN or S/N)
Trinity	2000 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 125012
Trinity	2000 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 125011
Trinity	2000 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 125014
Trinity	2000 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 125013
Trinity	2000 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 125008
Trinity	2000 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 125007
Trinity	2000 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 125010
Trinity	2000 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 125009



Trinity	2002 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 123044
Trinity	2000 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 125019
Trinity	2002 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 123046
Trinity	2002 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 123045
Trinity	2000 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 125016
Trinity	2000 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 125015
Trinity	2000 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 125018
Trinity	2000 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 125017
Trinity	2000 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 125006
ACF Industries	1996 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 1230037
ACF Industries	1996 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 1230036
ACF Industries	1996 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 1230039
ACF Industries	1996 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 1230038
ACF Industries	1996 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 1230033

ACF Industries	1996 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 1230032
ACF Industries	1996 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 1230035
ACF Industries	1996 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 1230034
Trinity	2000 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 125003
Trinity	2000 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 125002
Trinity	2000 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 125005
Trinity	2000 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 125004
ACF Industries	1996 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 1230041
ACF Industries	1996 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 1230040
Trinity	2000 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 125001
ACF Industries	1996 23,500 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DNAX 1230042

